

RECORDATION NO. 20041-K FILED

AUG 04 '03

3- 19 PM

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

August 4, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Loan and Security Agreement (1996-A), dated as of July 30, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Amended and Restated Lease Agreement, and documents related thereto, which are being filed concurrently herewith under Recordation Number 20041-F, et seq.

The names and addresses of the parties to the enclosed document are:

Trust: SCRRRA Rail Statutory Trust 1996-A
c/o U.S Bank National Association
Goodwin Square
225 Asylum Street
Hartford, CT 06103

Lender: AIG-FP Funding (Cayman) Limited
c/o Maples & Calder
P.O. Box 309
Ugland House
South Church Street
Grand Cayman, Cayman Islands
British West Indies

Mr. Vernon A. Williams
August 4, 2003
Page Two

Agent: AIG-FP Funding(Cayman)Limited
 c/o Maples & Calder
 P.O. Box 309
 Ugland House
 South Church Street
 Grand Cayman, Cayman Islands
 British West Indies

A description of the railroad equipment covered by the enclosed document
is:

bearing SCRRA reporting marks and road numbers as follows:

| | |
|----------------|-------------------------|
| 30 Cab cars: | 601 – 631 (except 608); |
| 62 Coach cars: | 101 – 163 (except 113) |

A short summary of the document to appear in the index is:

Memorandum of Loan and Security Agreement (1996-A).

Also enclosed is a check in the amount of \$30.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

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MEMORANDUM OF LOAN AND SECURITY AGREEMENT
(1996-A) SURFACE TRANSPORTATION BOARD

Memorandum of Loan and Security Agreement (1996-A), dated as of July 30, 2003 between **SCRRA RAIL STATUTORY TRUST 1996-A**, a Connecticut statutory trust, as the Trust (the "*Trust*"), **AIG-FP Funding (Cayman) Limited**, as the Lender (the "*Lender*"), and **AIG-FP Funding (Cayman) Limited**, as the Agent (the "*Agent*").

WITNESSETH:

The undersigned have entered into that certain Loan and Security Agreement (1996-A), dated as of July 30, 2003, whereby in consideration of a loan made under said agreement, the Trust has granted a first priority security interest in the Collateral as defined in such agreement, including without limitation, the Trust's interest in certain railroad equipment bearing car numbers as listed on Exhibit A attached hereto.

Remainder of page intentionally left blank

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Loan and Security Agreement (1996-A) to be duly executed by its authorized officer on the day and year first above written.

SCRRA RAIL STATUTORY TRUST 1996-A

By: State Street Bank and Trust Company of
Connecticut, National Association, not in its
individual capacity, but solely as Trustee

By: Andrea F. Turlo
Name: Andrea F. Turlo
Title: Authorized Signatory

ACKNOWLEDGEMENT

STATE OF Connecticut)
COUNTY OF Hartford) ss.

On July 29, 2003, before me, Susan P. McNally, personally came Andrea Turlo, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity and that by her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.



Witness my hand and official seal.

Susan P. McNally
Notary Public

My commission expires on _____, 20__

SUSAN P. McNALLY
NOTARY PUBLIC
MY COM. EXPIRES MARCH 1, 2005

JUL 30 2003 10:03AM

A18PFC 203 349 4293

NU 0420 P. 2

AIG-FF FUNDING (CAYMAN) LIMITED,
as Agent



By: _____
Name: Lee Arthur
Title: Authorized Signatory

ACKNOWLEDGEMENT

STATE OF CONNECTICUT)
) ss.
COUNTY OF FAIRFIELD)

On July 30, 2003, before me, Heather R. Chappa, personally came Lee M. Arthur, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity and that by her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

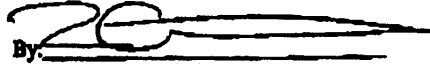


Notary Public

My commission expires on _____, 20__

HEATHER R. CHAPPA
NOTARY PUBLIC
MY COMMISSION EXPIRES AUG. 31, 2007

AIG-PP FUNDING (CAYMAN) LIMITED,
as Lender

By: 

Name: Lee M. Arthurs
Title: Authorized Signatory

ACKNOWLEDGEMENT

STATE OF CONNECTICUT)
) ss.
COUNTY OF FAIRFIELD)

On July 30, 2003, before me, Heather R. Chappa, personally came Lee M. Arthurs, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity and that by her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



Notary Public

My commission expires on _____, 20__

HEATHER R. CHAPPA
NOTARY PUBLIC
MY COMMISSION EXPIRES AUG. 31, 2007

EXHIBIT A
DESCRIPTION OF RAILCARS

CAB CARS
SERIAL NUMBER

601
602
603
604
605
606
607
609
610
611
612
613
614
615
616
617
618
619
620
621
622
623
624
625
626
627
628
629
630
631

COACH CARS
SERIAL NUMBER

101
102
103
104
105
106
107
108
109
110
111
112
114
115
116
117
118
119
120
121
122
123
124
125
126
127
128
129
130
131
132
133
134
135
136
137
138
139
140
141
142

COACH CARS
SERIAL NUMBER

143
144
145
146
147
148
149
150
151
152
153
154
155
156
157
158
159
160
161
162
163